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Wayne Crockett
Tate County, MS

THIS INSTRUMENT PREPARED BY AND RETURN TO:
A. STEPHEN McDANIEL, ATTORNEY
5521 Murray Avenue
Memphis, TN 38119
Ph. 901-767-8200

MEMORANDUM OF TRUST

STATE OF TENNESSEE COUNTY OF SHELBY

The undersigned, having been duly sworn, according to law, state that GARNETT B. WEST a/k/a GARNETT B. WEST, SR., is the Grantor of a Trust known as the GARNETT B. WEST LIVING TRUST dated the 3rd day of September, 2002, as amended and restated February 13, 2003.

The following information is given for the purposes of allowing third persons seeking to deal with the Trustee or Successor Trustee to have sufficient information regarding the powers, duty and authority of the Trustee with respect to the Trust. Accordingly, the following information is presented:

1. NAME OF TRUST: GARNETT B. WEST LIVING TRUST
2. NAME OF GRANTOR: GARNETT B. WEST
3. NAME OF TRUSTEE: GARNETT B. WEST
4. NAME OF BENEFICIARIES: The Grantor during Grantor's lifetime.
Following the Grantor's death, the beneficiaries shall be as set forth in the Trust.
5. TYPE OF TRUST: This trust is a Revocable Grantor Trust.
6. TAX ID#: This is a Grantor Trust as described in Internal Revenue Code Section 1.671-4(b) and should use the Grantor's Social Security Number for tax reporting.
7. TERM: Unless otherwise terminated by the Grantor, the Trust shall continue during the lifetime of the Grantor.
8. POWERS RETAINED BY THE GRANTOR. The Grantor reserves the power to alter, amend, modify or terminate the Trust during the Grantor's lifetime.
9. DISABILITY OR DEATH OF GRANTOR. In the event of the disability of the Grantor, or following the death of the Grantor, FREIDA BELL WEST shall

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serve as Successor Trustee. If she is unable or unwilling to serve as the Trustee, then BRYAN THOMAS WEST shall serve as sole Trustee. If BRYAN THOMAS WEST is unable or unwilling to serve, he shall be succeeded by GARNETT B. WEST, JR.

10. TRUSTEE POWERS. The Trustee and Successor are granted the following specific powers.

- a. All powers under Mississippi Code of 1972, Sections 91-9-101 through 91-9-119;
- b. Full power to deal with real estate without the approval of any Court, joinder of Beneficiary and without disclosing any Beneficiary of the Trust;
- c. All Trustee powers shall be broadly construed and may be exercised without Court approval;
- d. No person dealing with the Trustee in the capacity of purchaser, seller, acquirer, lender, tenant, lessor, lessee, contractant or otherwise shall be bound to inquire into the capacity to act on the part of the Trustee or into the authority for or the propriety of any act of the Trustee nor shall such person be required to see to the application or disposition of any money or the property paid, delivered or loaned to the Trustee.

11. TRANSFER OF ASSETS. The Grantor, by the execution of this instrument, transfers, quit claims and assigns to this Trust all of the Grantor's assets, including real and personal property of every nature and type whatsoever, but excluding the transfer of assets which would result in income tax consequences to the Grantor, such as retirement accounts, IRAs and certain types of annuities. Should title to any assets transferred to the Trust not be effectively or legally changed, and should any assets continue to be held in the name of the Grantor, without the designation of the Trust or the Grantor as Trustee, it is acknowledged and agreed that any such assets held in the sole and separate name of the Grantor are intended to be held and are held by the Grantor in the capacity as a Trustee of said Trust.

12. SPENDTHRIFT PROVISIONS. No person who is a beneficiary under any of the provisions of this Trust estate shall have the right, power or authority to assign, give, grant, sell, convey, mortgage, pledge or otherwise dispose of, encumber or anticipate the income, or any installment thereof, or any share in the corpus, until

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same is actually transferred or paid to such beneficiary. Any such attempted assignment is void. The income and corpus of the Trust estate shall not be subject to execution or any other legal process for any debt or liability, including the claim of a spouse or former spouse.

WITNESS my hand this 13th day of February, 2003.

Garnett B. West, Sr.
GARNETT B. WEST

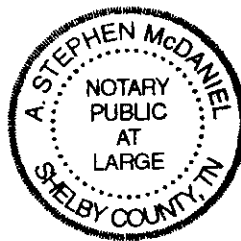
**STATE OF TENNESSEE
COUNTY OF SHELBY**

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared GARNETT B. WEST, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Notarial Seal at office this 13th day of February, 2003.

[Signature]
NOTARY PUBLIC

My Commission Expires:



My Commission Expires June 11, 2003